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Form **990-PF**

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

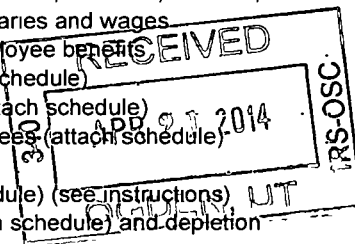
For calendar year 2013 or tax year beginning , and ending

Name of foundation COVINGTON MEM FD FBO CAMP WESTMINSTE			A Employer identification number 58-6111328	
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041		Room/suite	B Telephone number (see instructions) (888) 730-4933	
City or town Winston Salem	State NC	ZIP code 27101-3818		
Foreign country name	Foreign province/state/county	Foreign postal code	C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 113,749		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

APR 15 2014

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Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,264	2,205		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,787			
	b Gross sales price for all assets on line 6a 38,006				
	7 Capital gain net income (from Part IV, line 2)		2,787		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	5,051	4,992	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	2,208	1,656		552
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,148			1,148
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	34	32		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	3,390	1,688	0	1,700
	25 Contributions, gifts, grants paid	4,203			4,203
26 Total expenses and disbursements. Add lines 24 and 25	7,593	1,688	0	5,903	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-2,542				
b Net investment income (if negative, enter -0-)		3,304			
c Adjusted net income (if negative, enter -0-)			0		



For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	148	299	299
	2	Savings and temporary cash investments	4,289	4,785	4,785
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	99,138	96,069	108,665	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	103,575	101,153	113,749	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	103,575	101,153	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	103,575	101,153		
31	Total liabilities and net assets/fund balances (see instructions)	103,575	101,153		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	103,575
2	Enter amount from Part I, line 27a	2	-2,542
3	Other increases not included in line 2 (itemize) ▶ MUTUAL FUND & CTF INCOME ADDITIONS	3	349
4	Add lines 1, 2, and 3	4	101,382
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	229
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	101,153

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				0
b				0
c				0
d				0
e				0
2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	2,787	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }	3	0	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	5,610	107,364	0.052252
2011	5,007	110,445	0.045335
2010	4,364	103,372	0.042216
2009	2,631	88,784	0.029634
2008	3,642	104,892	0.034721
2	Total of line 1, column (d)	2	0.204158
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.040832
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	110,703
5	Multiply line 4 by line 3	5	4,520
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	33
7	Add lines 5 and 6	7	4,553
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	5,903

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			0
3	Add lines 1 and 2			33
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			33
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	29	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d			29
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			4
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			0
11	Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			0

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b	N/A	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC ZIP+4 ▶ 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here, and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No

N/A

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank N.A. Trust Tax Dept 1 W 4th St 4th Floor MAC D4000-041 Winston Salem, NC	TRUSTEE 4.00	2,208		

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
.....		
.....		
.....		
.....		
Total number of others receiving over \$50,000 for professional services		▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	▶ 0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	108,872
b	Average of monthly cash balances	1b	3,517
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	112,389
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	112,389
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,686
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	110,703
6	Minimum investment return. Enter 5% of line 5	6	5,535

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	5,535
2a	Tax on investment income for 2013 from Part VI, line 5	2a	33
2b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	33
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,502
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,502
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,502

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	5,903
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,903
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	33
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,870

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				5,502
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			4,925	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 5,903				
a Applied to 2012, but not more than line 2a			4,925	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				978
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				4,524
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

- 1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

- 1 Information Regarding Foundation Managers:
 - a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i> See Attached Statement</p>				
Total			▶ 3a	4,203
<p>b <i>Approved for future payment</i> NONE</p>				
Total			▶ 3b	0

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
 CAMP WESTMINISTER, INC ATTN LINDA ESTILE, OFFICE MGR

Street
 1438 SHERIDAN ROAD, NE

City ATLANTA	State GA	Zip Code 30324	Foreign Country
Relationship NONE	Foundation Status PC		
Purpose of grant/contribution GENERAL SUPPORT GRANT			Amount 4,203

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Name

Street

City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part V	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Gross Sales or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
	Long Term CG Distributions	Amount	1,146											
	Short Term CG Distributions													
1	X AOR MANAGED FUTURES ST	00203H859			7/12/2013		10/9/2013	1,063	1,101					-38
2	X ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		2/7/2013	203	203	164				39
3	X ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		7/10/2013	451	451	348				103
4	X ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		10/9/2013	308	225					83
5	X ARTISAN INTERNATIONAL FU	04314H204			8/26/2011		11/13/2013	235	164					71
6	X ARTISAN MID CAP FUND-INS	04314H600			7/12/2013		10/9/2013	328	318					12
7	X ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		10/9/2013	63	51					12
8	X ARTISAN MID CAP FUND-INS	04314H600			4/10/2012		11/13/2013	154	119					35
9	X CREDIT SUISSE COMM RET S	22544R305			9/7/2011		10/9/2013	1,054	1,361					-307
10	X DIAMOND HILL LONG SHORT	25284S833			9/7/2011		2/7/2013	256	210					46
11	X DIAMOND HILL LONG SHORT	25284S833			9/7/2011		7/10/2013	733	566					167
12	X DIAMOND HILL LONG SHORT	25284S833			8/10/2012		11/13/2013	133	107					26
13	X DODGE & COX INTL STOCK F	256206103			8/24/2007		7/10/2013	395	517					-122
14	X DODGE & COX INTL STOCK F	256206103			8/24/2007		7/10/2013	409	517					-108
15	X DODGE & COX INTL STOCK F	256206103			8/24/2007		10/9/2013	400	470					-70
16	X DODGE & COX INTL STOCK F	256206103			8/24/2007		11/13/2013	47	53					-6
17	X DODGE & COX INTL STOCK F	256206103			8/24/2007		11/13/2013	163	182					-19
18	X DODGE & COX INCOME FD C	256210105			2/11/2013		7/10/2013	1,544	1,595					-51
19	X DODGE & COX INCOME FD C	256210105			2/11/2013		11/13/2013	163	166					-3
20	X DREYFUS EMG MKT DEBT LO	261980494			8/26/2011		2/7/2013	803	788					15
21	X DREYFUS EMG MKT DEBT LO	261980494			9/7/2011		2/7/2013	95	92					3
22	X DREYFUS EMG MKT DEBT LO	261980494			9/7/2011		10/10/2013	156	164					-8
23	X DREYFUS EMG MKT DEBT LO	261980494			8/10/2012		10/10/2013	1,566	1,614					-48
24	X DRIEHAUS ACTIVE INCOME F	262028855			12/17/2010		11/13/2013	129	129					0
25	X JP MORGAN MID CAP VALUE	339128100			12/17/2010		7/10/2013	167	118					49
26	X JP MORGAN MID CAP VALUE	339128100			8/10/2012		11/13/2013	179	118					61
27	X GATEWAY FUND - Y #1986	387829884			2/11/2013		7/10/2013	2,736	2,733					3
28	X GATEWAY FUND - Y #1986	387829884			8/10/2012		7/10/2013	1,149	1,135					14
29	X HARBOR CAPITAL APCRCTION	411511504			2/11/2013		7/10/2013	2,161	1,996					165
30	X HARBOR CAPITAL APCRCTION	411511504			5/25/2011		7/10/2013	104	84					20
31	X HARBOR CAPITAL APCRCTION	411511504			5/25/2011		10/9/2013	457	350					107
32	X HARBOR CAPITAL APCRCTION	411511504			5/25/2011		11/13/2013	495	350					145
33	X HUSSMAN STRATEGIC GROW	448108100			9/7/2011		2/7/2013	1,927	1,582					-345
34	X HUSSMAN STRATEGIC GROW	448108100			2/14/2012		2/7/2013	459	523					-64
35	X SHARES CORE S & P 500 ETF	464287200			8/8/2012		2/7/2013	152	141					11
36	X SHARES CORE S & P 500 ETF	464287200			8/24/2011		7/10/2013	2,322	1,843					679
37	X SHARES CORE S & P 500 ETF	464287200			8/8/2012		11/13/2013	179	141					38
38	X SHARES RUSSELL 2000 GRO	464287648			12/19/2012		2/7/2013	2,961	2,765					196
39	X KALMAR GR W VAL SM CAP-I	483438305			12/17/2010		11/13/2013	312	242					70
40	X KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		2/7/2013	1,432	1,146					286
41	X KEELEY SMALL CAP VAL FD C	487300808			5/10/2012		11/13/2013	76	51					25
42	X KEELEY SMALL CAP VAL FD C	487300808			12/17/2010		11/13/2013	75	49					26
43	X LAUDUS MONDRIAN INTL FI-I	51855Q655			9/7/2011		2/7/2013	233	266					-33
44	X MFS VALUE FUND-CLASS I #8	552983694			2/11/2013		7/10/2013	725	654					71
45	X MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		10/9/2013	1,063	863					210
46	X MFS VALUE FUND-CLASS I #8	552983694			5/25/2011		11/13/2013	308	229					79
47	X MFS VALUE FUND-CLASS I #8	552983694			5/10/2012		11/13/2013	53	39					14
48	X OPPENHEIMER DEVELOPING	683974505			5/25/2011		10/9/2013	881	838					43
49	X PIMCO TOTAL RET FD-INST #	693390700			8/10/2012		2/7/2013	1,354	1,384					-30
50	X PIMCO TOTAL RET FD-INST #	693390700			8/10/2012		7/10/2013	612	656					-44
51	X PIMCO TOTAL RET FD-INST #	693390700			5/10/2012		10/9/2013	808	852					-44
52	X PIMCO TOTAL RET FD-INST #	693390700			5/10/2012		11/13/2013	152	158					-6
53	X PIMCO FOREIGN BD FD USD	693390882			10/24/2011		2/7/2013	334	330					4
54	X RIDGEMORTH SEIX HY BD-I #	766287645			8/26/2011		7/10/2013	435	403					32
55	X RIDGEMORTH SEIX HY BD-I #	766287645			8/26/2011		8/26/2011	920	846					74
56	X SPDR DJ WILSHIRE INTERNA	78463X863			5/23/2011		11/13/2013	254	236					18
57	X VANGUARD FTSE EMERGING	9242042858			12/17/2010		10/9/2013	619	942					-123

Gross Sales 36,006 Cost, Other Basis and Expenses 35,219 Net Gain or Loss 2,787

Part I, Line 16b (990-PF) - Accounting Fees

		1,148	0	0	1,148
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,148			1,148

Part I, Line 18 (990-PF) - Taxes

		34	32	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	32	32		
2	ESTIMATED EXCISE PAYMENTS	2			

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg of Year	99,138	Book Value End of Year	96,069	108,665
1			0		0		
2	OPPENHEIMER DEVELOPING MKT-Y 788		0		3,464		3,772
3	SPDR DJ WILSHIRE INTERNATIONAL REA		0		3,505		3,790
4	DIAMOND HILL LONG-SHORT FD CL I 11		0		1,661		2,256
5	RIDGEWORTH SEIX HY BD-I 5855		0		5,263		5,432
6	KALMAR GR W/ VAL SM CAP-INS #4		0		1,660		2,192
7	CREDIT SUISSE COMM RT ST-CO 2156		0		5,458		4,447
8	KEELEY SMALL CAP VAL FD CL I 2251		0		1,421		2,206
9	ARTISAN INTERNATIONAL FUND 661		0		3,496		5,208
10	DODGE & COX INCOME FD COM 147		0		7,270		7,785
11	HARBOR CAPITAL APRCTION-INST 2012		0		5,120		7,756
12	MERGER FD SH BEN INT 260		0		3,284		3,324
13	PIMCO TOTAL RET FD-INST 35		0		7,428		7,691
14	PIMCO FOREIGN BD FD USD H-INST 103		0		2,165		2,249
15	T ROWE PRICE SHORT TERM BD FD 55		0		5,697		5,664
16	ARTISAN MID CAP FUND-INSTL 1333		0		3,462		4,315
17	LAUDUS MONDRIAN INTL FI-INST 2940		0		2,599		2,243
18	EATON VANCE GLOBAL MACRO - I		0		1,102		1,076
19	DODGE & COX INT'L STOCK FD 1048		0		3,245		5,170
20	MFS VALUE FUND-CLASS I 893		0		3,729		5,151
21	DREYFUS EMG MKT DEBT LOC C-I 6083		0		3,972		3,865
22	DRIEHAUS ACTIVE INCOME FUND		0		5,493		5,566
23	JP MORGAN MID CAP VALUE-I 758		0		1,928		2,880
24	ASG GLOBAL ALTERNATIVES-Y 1993		0		3,314		3,294
25	VANGUARD REIT VIPER		0		3,157		3,874
26	VANGUARD EMERGING MARKETS ETF		0		4,020		3,744
27	FID ADV EMER MKTS INC- CLI 607		0		1,702		1,673
28	ISHARES S & P 500 INDEX FUND		0		1,454		2,042

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	MUTUAL FUND & CTF INCOME ADDITIONS	1	349
2	Total	2	349

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	28
2	MUTUAL FUND & CTF INCOME SUBTRACTIONS	2	159
3	PY RETURN OF CAPITAL	3	42
4	Total	4	229

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Description of Property Sold	CUSIP #	Date Acquired	How Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1 AQR MANAGED FUTURES STR-I #1921	3002031859	7/12/2013		10/9/2013	1,063			1,101	-38				
2 ARTISAN INTERNATIONAL FUND #661	043141204	8/26/2011		2/7/2013	203			164	39				
3 ARTISAN INTERNATIONAL FUND #661	043141204	8/26/2011		10/9/2013	451			348	103				
4 ARTISAN INTERNATIONAL FUND #661	043141204	8/26/2011		10/9/2013	308			225	83				
5 ARTISAN INTERNATIONAL FUND #661	043141204	8/26/2011		11/13/2013	235			164	71				
6 ARTISAN MID CAP FUND-INS #1333	043141600	7/12/2013		10/9/2013	328			316	12				
7 ARTISAN MID CAP FUND-INS #1333	043141600	4/10/2012		11/13/2013	63			51	12				
8 ARTISAN MID CAP FUND-INS #1333	043141600	4/10/2012		11/13/2013	154			119	35				
9 CREDIT SUISSE COMM RET ST-I #2156	2254483905	9/7/2011		10/9/2013	1,054			1,361	-307				
10 DIAMOND HILL LONG SHORT FD CL I #25645833	256206103	9/7/2011		2/7/2013	256			210	46				
11 DIAMOND HILL LONG SHORT FD CL I #25645833	256206103	9/7/2011		11/13/2013	233			566	167				
12 DIAMOND HILL LONG SHORT FD CL I #25645833	256206103	8/10/2012		2/7/2013	133			107	26				
13 DODGE & COX INTL STOCK FD #1048	256206103	8/24/2007		7/10/2013	395			517	-122				
14 DODGE & COX INTL STOCK FD #1048	256206103	8/24/2007		10/9/2013	409			517	-108				
15 DODGE & COX INTL STOCK FD #1048	256206103	8/24/2007		11/13/2013	47			53	-6				
16 DODGE & COX INTL STOCK FD #1048	256206103	9/24/2007		11/13/2013	152			182	-19				
17 DODGE & COX INTL STOCK FD #1048	256206103	9/24/2007		11/13/2013	1,544			1,895	-51				
18 DODGE & COX INTL STOCK FD #1048	256206103	2/11/2013		11/13/2013	163			188	-13				
19 DODGE & COX INTL STOCK FD #1048	256206103	2/11/2013		11/13/2013	82			95	-13				
20 DREYFUS EMG MKT DEBT LOC C-I #608	261980494	8/26/2011		2/7/2013	603			788	-185				
21 DREYFUS EMG MKT DEBT LOC C-I #608	261980494	8/26/2011		10/10/2013	156			154	2				
22 DREYFUS EMG MKT DEBT LOC C-I #608	261980494	8/26/2011		11/13/2013	129			129	0				
23 DREYFUS EMG MKT DEBT LOC C-I #608	261980494	8/26/2011		11/13/2013	179			118	49				
24 DREYFUS EMG MKT DEBT LOC C-I #608	261980494	12/17/2010		7/10/2013	167			118	49				
25 DREYFUS EMG MKT DEBT LOC C-I #608	261980494	3/31/28/00		11/13/2013	179			118	49				
26 DREYFUS EMG MKT DEBT LOC C-I #608	261980494	3/31/28/00		11/13/2013	2,996			2,733	263				
27 GATEWAY FUND - Y #1986	367829884	9/7/2011		7/10/2013	1,149			1,135	14				
28 GATEWAY FUND - Y #1986	367829884	2/11/2013		7/10/2013	2,161			1,996	165				
29 HARBOR CAPITAL APTCION-INST #20	411511504	2/11/2013		7/10/2013	104			84	20				
30 HARBOR CAPITAL APTCION-INST #20	411511504	5/25/2011		7/10/2013	457			350	107				
31 HARBOR CAPITAL APTCION-INST #20	411511504	5/25/2011		11/13/2013	495			350	145				
32 HARBOR CAPITAL APTCION-INST #20	411511504	5/25/2011		11/13/2013	495			350	145				
33 HUSSMAN STRATEGIC GROWTH FUND	448108100	9/7/2011		7/10/2013	1,582			1,927	-345				
34 HUSSMAN STRATEGIC GROWTH FUND	448108100	2/14/2012		2/7/2013	459			523	-64				
35 HUSSMAN STRATEGIC GROWTH FUND	448108100	8/8/2012		2/7/2013	152			141	11				
36 HUSSMAN STRATEGIC GROWTH FUND	448108100	8/24/2011		7/10/2013	2,322			1,843	679				
37 HUSSMAN STRATEGIC GROWTH FUND	448108100	8/8/2012		11/13/2013	179			141	38				
38 HUSSMAN STRATEGIC GROWTH FUND	448108100	12/19/2012		2/7/2013	2,961			2,765	196				
39 KALMAR GR W VAL SM CAP-INS #4	483436305	2/11/2010		11/13/2013	312			242	70				
40 KEELEY SMALL CAP VAL FD CL I #2251	487300808	12/17/2010		2/7/2013	1,432			1,146	286				
41 KEELEY SMALL CAP VAL FD CL I #2251	487300808	5/10/2012		11/13/2013	76			51	25				
42 KEELEY SMALL CAP VAL FD CL I #2251	487300808	12/17/2010		11/13/2013	49			49	0				
43 LAUDUS MONDRIAN INTL FINST #2944	518550655	9/7/2011		2/7/2013	233			266	-33				
44 MFS VALUE FUND-CLASS I #893	552983694	2/11/2013		7/10/2013	725			654	71				
45 MFS VALUE FUND-CLASS I #893	552983694	5/25/2011		7/10/2013	1,063			853	210				
46 MFS VALUE FUND-CLASS I #893	552983694	5/25/2011		11/13/2013	308			228	79				
47 MFS VALUE FUND-CLASS I #893	552983694	5/25/2011		11/13/2013	53			39	14				
48 OPPENHEIMER DEVELOPING MKT-Y #7	683974505	5/25/2011		10/9/2013	881			838	43				
49 PIMCO TOTAL RET FD-INST #35	693390700	8/10/2012		7/10/2013	1,354			1,384	-30				
50 PIMCO TOTAL RET FD-INST #35	693390700	5/10/2012		11/13/2013	612			656	-44				
51 PIMCO TOTAL RET FD-INST #35	693390700	5/10/2012		7/10/2013	805			852	-44				
52 PIMCO TOTAL RET FD-INST #35	693390700	5/10/2012		11/13/2013	152			156	-6				
53 PIMCO FOREIGN FD USD H-INST #1	683390892	9/26/2011		2/7/2013	334			330	4				
54 RIDGEWORTH SEIX HY BD #5655	765216242	10/31/2011		2/7/2013	403			403	0				
55 RIDGEWORTH SEIX HY BD #5655	765216242	9/23/2011		2/7/2013	920			846	74				
56 SPDR DJ WILSHIRE INTERNATIONAL R	784652683	9/23/2011		11/13/2013	234			238	-4				
57 VANGUARD FISE EMERGING MARKET	922042858	12/17/2010		10/9/2013	819			942	-123				

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
1	X	1 W 4th St 4th Floor MAC D4000-041	Winston Salem	NC	27101-3818		TRUSTEE	4 00	2,208		
									2,208		
									0		
									0		

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	27
2 First quarter estimated tax payment	5/7/2013	2	2
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	29

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	<u>4,925</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>4,925</u>